

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING DEBTORS TO FILE SCHEDULE TO AMENDMENT TO ARRANGEMENT
WITH GENERAL MOTORS CORPORATION UNDER SEAL

("SCHEDULE TO GM ARRANGEMENT AMENDMENT
UNDER SEAL ORDER")

Upon the ex parte application, dated August 7, 2008 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an Order (the "Order") Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Under Seal a certain schedule (the "Schedule") to the amendment to the Agreement between Delphi and General Motors Corporation (GM) dated May 9, 2008 (the "GM Arrangement Amendment"); and it appearing that pursuant to Fed. R. Bankr. P. 9018 no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file the Schedule under seal.
3. The Schedule (and any information derived from the Schedule) shall remain confidential, be filed under seal, and shall be served on and made available only to (a) the United States Trustee for the Southern District of New York, (b) counsel to the official committee of unsecured creditors, and (c) such other parties as ordered by this Court or as agreed to in writing by the Debtors and GM.
4. Except as otherwise agreed to by the Debtors and GM, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Schedule shall be filed under seal and served only on those parties authorized to receive the Schedule as provided for in paragraph 3 of this Order.
5. This Court retains jurisdiction to enforce this Order and the confidentiality of the Schedule to the GM Arrangement Amendment and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this Order.

Dated: New York, New York
August 11, 2008

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE